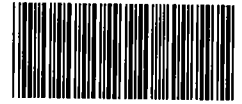


ATTN: GARY MORTON

IN DATE

Statement Date: SEP 30 1996

DUNS: 00-188-3156
COOPER INDUSTRIES INCDATE PRINTED
DEC 20 1996SUMMARY
RATING --PO BOX 4446
HOUSTON TX 77210
600 TRAVIS (SUITE 5800)
AND BRANCH(ES) OR DIVISION(S)
FMLY: (8/96) 1001 FANNIN ST
STE 4000
HOUSTON TX 77002
TEL: 713 209-8500ELECTRICAL
PRODUCTS,
AUTOMOTIVE
PRODUCTS, TOOLS &
HARDWARESTARTED 1833
SALES F \$4,885,900,000
WORTH F \$(509,600,000)
EMPLOYS 40,400
(285 HERE)
HISTORY CLEARSIC NOS.
36 46 36 12 36 13
37 14 36 44 25 91

SDMS DocID 2228347

CHIEF EXECUTIVE: H JOHN RILEY, JR, PRES-CHB

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SPECIAL EVENTS

- 11/08/96 Headquarters for Cooper Industries have relocated to 600 Travis, Suite 5800 in the Texas Commerce Building, Houston, TX.
- 10/22/96 EARNINGS UPDATE: According to published reports, comparative operating results for the 9 months ended September 30, 1996 are as follows: revenue of \$3,977,300,000; net income (loss) of \$227,700,000 and earnings per share of \$2.12 compared to revenue of \$3,571,000,000; net income (loss) of \$20,800,000 and earnings per share of \$.18 for the comparable period in the prior year.
- During the third quarter, Cooper realized an after-tax gain of \$66 million from the sale of marketable securities. The gain was offset entirely by a nonrecurring charge in the automotive segment and had no impact on the third-quarter's share earnings.
- 09/16/96 ANNOUNCED SALE OF ASSET: According to published reports, Cooper Industries Inc announced that it has engaged an investment advisory firm to review strategic alternatives related to its Kirsch Division, Sturgis, MI, including a possible sale.
- 08/27/96 ANNOUNCED SALE OF ASSET: According to published reports, Cooper Industries Inc said it agreed to sell its remaining 3.55 million shares in Cooper Cameron Corp for about \$174.6 million.
- 07/24/96 EARNINGS UPDATE: According to published reports, comparative operating results for the 6 months ended June 30, 1996 are as follows: revenue of \$2,694,200,000; net income (loss) of \$150,400,000 and earnings per share of \$1.33 compared to revenue of \$2,391,300,000; net income (loss) of \$(48,500,000) and earnings per share of \$(.42) for the comparable period in the prior year.
- 05/29/96 According to a company release, the company announced that a shelf registration has been filed with the SEC to facilitate the sale

05/01/96 of Cooper's holdings of Cooper Cameron Corporation stock.
OFFICER CHANGE: According to published reports, H John Riley Jr was elected chairman of the board of Cooper Industries Inc at a meeting of the company's directors. Riley continues as president and chief executive officer. As chairman, Riley replaces Robert Cizik, who retired after 35 years of service to the company.

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* * * CUSTOMER SERVICE * * *

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If you need any additional information, would like a credit recommendation, or have any questions, please call our Customer Service Center at (800) 234-3867 from anywhere within the U.S. From outside the U.S., please call your local D&B office.

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* * * SUMMARY ANALYSIS * * *

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The Summary Analysis section reflects information in D&B's file as of December 16, 1996.

RATING SUMMARY

The absence of a Rating (--) indicates that the information available to D&B does not permit us to assign a Rating to this business. In this case, no Rating was assigned because of D&B's assessment of the company's financial ratios and its cash flow.

Below is an overview of the company's D&B Rating(s) since 01/01/91:

RATING	DATE APPLIED
----	-----
--	10/31/95
5A3	03/29/94
5A4	08/20/93
--	04/13/93
5A2	12/04/92
5A3	01/01/91

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* * * PAYMENT SUMMARY * * *

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The Payment Summary section reflects payment information in D&B's file as of the date of this report.

The PAYDEX for this company is 68.

This PAYDEX score indicates that payments to suppliers average 17 days beyond terms, weighted by dollar amounts. When dollar amounts are not considered, approximately 66% of the company's payments are within terms.

Below is an overview of the company's dollar-weighted payments, segmented by its suppliers' primary industries:

	TOTAL RCV'D	TOTAL DOLLAR AMOUNTS	LARGEST HIGH CREDIT	% W/IN TERMS	DAYS SLOW			
					<31	31-60	61-90	91+
	#	\$	\$	%	%	%	%	%
Total in D&B's file	874	31,274,250	3,000,000					
Top 10 Industries:								
1 Whol electronic parts	52	1,266,350	500,000	88	10	2	-	-
2 Whol metal	38	2,105,750	1,000,000	47	51	1	-	1
3 Mfg corrugated boxes	15	1,234,750	800,000	48	49	3	-	-
4 Mfg misc plastic prdt	14	1,727,250	800,000	84	15	1	-	-
5 Nonferrous wiredrawng	10	1,060,500	750,000	93	6	1	-	-
6 Mfg paint/allied prdt	9	1,292,750	1,000,000	79	21	-	-	-
7 Steel works	8	1,835,000	700,000	78	22	-	-	-
8 Mfg metal cans	7	905,000	500,000	52	20	28	-	-
9 Mfg comrcl light fixt	5	4,750,000	3,000,000	32	68	-	-	-
10 Mfg press/blown glass	2	902,500	900,000	100	-	-	-	-
11 OTHER INDUSTRIES	682	13,129,900	700,000	55	31	8	2	4

Other Payment Categories:

Cash experiences	1	750	750
Payment record unknown	31	1,063,750	400,000
Unfavorable comments	0	0	0
Placed for collection			
with D&B	0	0	
other	0	N/A	

The highest "Now Owes" on file is \$800,000

The highest "Past Due" on file is \$200,000

Dun & Bradstreet has 874 payment experiences in its file for this company. For your convenience, we have displayed 80 representative experiences in the PAYMENTS section.

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PAYMENTS (Amounts may be rounded to nearest figure in prescribed ranges)

Antic - Anticipated (Payments received prior to date of invoice)
 Disc - Discounted (Payments received within trade discount period)
 Ppt - Prompt (Payments received within terms granted)

REPORTED	PAYING RECORD	HIGH CREDIT	NOW OWES	PAST DUE	SELLING TERMS	LAST SALE WITHIN
12/96	Disc-Ppt	800000	200000	35000		1 Mo
	Disc-Ppt	300000	100000	5000		1 Mo
	Disc-Ppt	1000	-0-	-0-		4-5 Mos
	Ppt	100000	100000	-0-	N30	1 Mo

Ppt	45000	30000	-0-	N30	1 Mo
Ppt	30000	1000	750	N30	1 Mo
Ppt	25000	20000	7500	N30	1 Mo
Ppt	15000	-0-	-0-	N30	2-3 Mos
Ppt	10000	5000	-0-	N30	1 Mo
Ppt	10000	10000	-0-		1 Mo
Ppt	7500	1000	-0-		1 Mo
Ppt	7500	250	-0-	1 10 N30	1 Mo
Ppt	7500	2500	-0-	1 10 N30	1 Mo
Ppt	2500	2500			2-3 Mos
Ppt	2500	-0-	-0-		4-5 Mos
Ppt	2500	-0-	-0-		4-5 Mos
Ppt	1000	250	-0-		1 Mo
Ppt	1000	-0-	-0-		2-3 Mos
Ppt	750	750	-0-	N30	1 Mo
Ppt	750	-0-	-0-		6-12 Mos
Ppt	500	500	-0-	N30	1 Mo
Ppt	500	-0-	-0-	N30	2-3 Mos
Ppt	500	-0-	-0-		1 Mo
Ppt	500	100	-0-	N30	
Ppt	500	500	500	N30	4-5 Mos
Ppt	250	-0-	-0-		4-5 Mos
Ppt	250	250			2-3 Mos
Ppt	250	-0-	-0-	N30	2-3 Mos
Ppt	250	-0-	-0-	N30	6-12 Mos
Ppt	100	-0-	-0-	N30	6-12 Mos
Ppt-Slow 15	500	-0-	-0-		4-5 Mos
Ppt-Slow 15	500	-0-	-0-	N30	6-12 Mos
Ppt-Slow 30	15000	15000	5000		1 Mo
Ppt-Slow 30	10000	2500	1000	N30	1 Mo
Ppt-Slow 30	7500	-0-	-0-	1 10 N30	2-3 Mos
Ppt-Slow 30	5000	5000	1000		1 Mo
Ppt-Slow 30	5000	1000	500	N30	1 Mo
Ppt-Slow 30	2500	2500			2-3 Mos
Ppt-Slow 30	500	500	50		1 Mo
Slow 5	10000	2500	-0-	N30	1 Mo
Slow 10	250000	200000	30000		1 Mo
Slow 10	45000	25000	-0-		1 Mo
Slow 10	2500	250	250	N30	1 Mo
Slow 10	1000	-0-	-0-	N30	6-12 Mos
Slow 15	2500	-0-	-0-	N30	6-12 Mos
Slow 20	35000	7500	2500		1 Mo
Slow 20	100	-0-			6-12 Mos
Slow 25	70000	50000	25000	N30	1 Mo
Slow 30	5000	2500	2500	N30	1 Mo
Slow 30	1000	250	250	N30	2-3 Mos
Slow 30	250	-0-	-0-		6-12 Mos
Slow 30	250	-0-	-0-		6-12 Mos
Slow 30	250	-0-			2-3 Mos

11/96	Slow 15-45	15000	-0-	-0-	N30	4-5 Mos
	Slow 30-60	2500	2500	1000	N30	1 Mo
	Slow 15-90	5000	1000	-0-		1 Mo
	Disc	10000	2500	-0-		1 Mo
	Ppt	65000	50000	-0-		1 Mo
	Ppt	35000	20000	-0-	N30	1 Mo
	Ppt	15000	1000	-0-	N30	1 Mo
	Ppt	2500	-0-	-0-		4-5 Mos
	Ppt	2500	-0-	-0-	N30	6-12 Mos
	Ppt-Slow 30	100000	70000	5000		1 Mo
	Ppt-Slow 30	55000	25000	2500	N30	1 Mo
	Ppt-Slow 30	45000	-0-	-0-	N30	4-5 Mos
	Ppt-Slow 30	45000	500	500		2-3 Mos
	Ppt-Slow 30	25000	7500	50		1 Mo
	Ppt-Slow 30	5000	250	-0-	N30	1 Mo
	Ppt-Slow 60	1000	100	100	N30	1 Mo
	Ppt-Slow 60	1000	-0-	-0-		2-3 Mos
	Ppt-Slow 60	500	500	250	N30	1 Mo
	Ppt-Slow 90	2500	1000	1000		4-5 Mos
	Slow 15	1000	1000	500	N10	1 Mo
	Slow 30	20000	-0-	-0-		6-12 Mos
	Slow 30	7500	-0-	-0-	N30	1 Mo
	Slow 30	2500	1000	500	N30	1 Mo
	Slow 30	500	-0-	-0-	N30	2-3 Mos
	Slow 30	250	-0-	-0-	N30	6-12 Mos
	Slow 30-60	7500	1000	1000		1 Mo
	Slow 90	1000	750	500	N30	1 Mo

* Payment experiences reflect how bills are met in relation to the terms granted. In some instances payment beyond terms can be the result of disputes over merchandise, skipped invoices etc.

* Each experience shown represents a separate account reported by a supplier. Updated trade experiences replace those previously reported.

STATEMENT UPDATE

12/05/96

Interim Consolidated statement dated SEP 30 1996:

Cash	\$ 9,800,000	Accts Pay	\$ 1,096,000,000
Accts Rec	1,025,700,000	Short-term Debt	109,600,000
Inventory	981,200,000	Accruals	54,100,000
Other Curr Assets	114,800,000	L.T. Liab-(1yr)	80,100,000
-----		-----	
Curr Assets	2,131,500,000	Curr Liabs	1,339,800,000
Fixt & Equip	1,164,000,000	Long-term Debt	1,858,000,000
Intangibles	2,188,300,000	Postretirement	
Investments-Other	404,300,000	Benefits	609,500,000
Other Assets	86,800,000	L.T. Liab-Other	321,100,000
		COMMON STOCK	540,100,000
		ADDIT. PD.-IN CAP	147,100,000
		RETAINED EARNINGS	1,222,900,000
		ADJUSTMENTS	(63,600,000)
-----		-----	

Total Assets 5,974,900,000 Total 5,974,900,000

From JAN 01 1996 to SEP 30 1996 nine months sales \$3,977,300,000; cost of goods sold \$2,653,100,000. Gross profit \$1,324,200,000; operating expenses \$951,500,000. Operating income \$372,700,000; other income \$145,800,000; other expenses \$109,800,000; net income before taxes \$408,700,000; Federal income tax \$181,000,000; net income \$227,700,000.

Statement obtained from third quarter report. Prepared from books without audit.

--0--

FINANCE
04/26/96

	Fiscal Consolidated Dec 31 1993	Fiscal Consolidated Dec 31 1994	Fiscal Consolidated Dec 31 1995
Curr Assets	1,916,700,000	2,100,200,000	2,127,300,000
Curr Liabs	1,400,800,000	1,333,100,000	1,382,400,000
Current Ratio	1.37	1.58	1.54
Working Capital	515,900,000	767,100,000	744,900,000
Other Assets	2,498,600,000	2,146,600,000	1,710,600,000
Noncurrent Liabs	1,951,300,000	2,326,500,000	2,965,100,000
Worth	1,063,200,000	587,200,000	(509,600,000)
Sales	4,776,400,000	4,588,000,000	4,885,900,000
Net Profit (loss)	367,100,000	(19,900,000)	94,000,000
Deprec & Amor	215,900,000	199,000,000	218,800,000
Intangibles	1,946,400,000	2,153,900,000	2,226,000,000
Dividends Declared	203,400,000	205,900,000	148,400,000
Cash Prov Oper	478,300,000	320,700,000	550,300,000
Fiscal Consolidated statement dated DEC 31 1995:			
Cash	\$ 17,700,000	Accts Pay	\$ 1,180,500,000
Accts Rec	992,700,000	Notes Pay	34,300,000
Inventory	963,500,000	Accruals	10,400,000
Other Curr Assets	153,400,000	L.T. Liab-(1yr)	157,200,000

Curr Assets	2,127,300,000	Curr Liabs	1,382,400,000
Fixt & Equip	1,232,100,000	Long-term Debt	1,865,300,000
Intangibles	2,226,000,000	Postretirement	
Investments-Other	406,200,000	Benefits & Other	620,000,000
Other Assets	72,300,000	L.T. Liab-Other	479,800,000
		COMMON STOCK	539,400,000
		ADDIT. PD.-IN CAP	141,600,000
		ADJUSTMENTS	(64,900,000)
		RETAINED EARNINGS	1,100,300,000

Total Assets 6,063,900,000 Total 6,063,900,000

From JAN 01 1995 to DEC 31 1995 annual sales \$4,885,900,000; cost of goods sold \$3,232,900,000. Gross profit \$1,653,000,000; operating expenses \$805,200,000. Deprec & amort \$218,800,000. Operating income \$629,000,000; other expenses \$151,000,000; net income before taxes \$478,000,000; Federal income tax \$197,400,000. Net income \$94,000,000. Charge/disc opns \$(186,600,000). Retained earnings at start \$1,153,400,000. Net

income \$94,000,000; other additions \$1,300,000; dividends \$148,400,000; retained earnings at end \$1,100,300,000.

Prepared from statement(s) by Accountant: Ernst & Young, Houston, TX.

ACCOUNTANTS OPINION: A review of the accountant's opinion indicates the financial statements meet generally accepted accounting principles and that the audit contains no qualifications.

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Item worth shown in summary section was computed after deduction of intangibles, totaling \$2,226,000,000. Fixed assets shown net less \$1,036,200,000 depreciation.

.....STATEMENT ITEM EXPLANATIONS.....

INVENTORIES: Are carried at cost or if lower, net realizable value. On the basis of current costs, 70% of 1995 inventories are carried using the last-in, first-out method. The remaining inventories are carried using the first-in, first-out method.

INVESTMENTS: Consists of investments in marketable equity securities received or retained in connection with the divestiture of businesses that are reflected as available-for-sale securities and are stated at the fair market value with unrealized gains and losses, net of tax, reported as a component of shareholders' equity.

OTHER ASSETS: Consists of income taxes, investments in 20% to 50% owned affiliated companies (generally accounted for using the equity method), and other miscellaneous assets.

NOTES PAYABLE: Consists of current amounts outstanding under the company's domestic and foreign short-term debt agreements.

LONG-TERM DEBT: Consisted of the following at Dec 31 1995;.

6.18% (weighted average interest) commercial paper and bank loans, maturing through Jan 31 1996; \$355,500,000.

6.91% Pounds Sterling bank loans, maturing through Jan 29 1996; \$76,100,000.

7.05% convertible subordinated debentures, due 2015; \$690,000,000.

6.41%-7.99% second series medium-term notes, due through 2010; \$500,000,000.

6.0% exchangeable notes, due 1999; \$222,800,000.

5.95% floating-rate loan, due 1996; \$50,000,000.

5.46% floating-rate ESOP notes, due through 1999; \$69,000,000.

Capitalized lease obligations; \$15,700,000.

10.7% notes payable, due through 1998; \$9,200,000.

Other; \$34,200,000.

LESS: Current Maturities (\$157,200,000). Total noncurrent portion \$1,865,300,000.

Maturities of long-term debt (exclusive of commercial paper and bank loans) for the next five years; 1996-\$157,200,000; 1997-\$93,500,000; 1998-\$74,400,000; 1999-\$237,300,000; and 2000-\$35,500,000.

At Dec 31 1995, \$431.6 million of commercial paper and bank loans was reclassified to long-term debt, reflecting the company's intention to refinance this amount during the 12 month period following the balance sheet date through either continued short-term borrowing or utilization of available credit facilities.

CREDIT AGREEMENTS: (SEE BANKING).

ADJUSTMENTS: Consists of a minimum pension liability (\$46,300,000); a currency translation component (\$64,400,000); and unearned ESOP compensation, (\$121,600,000); net of an unrealized gain on Cooper's investments in marketable equity securities of \$167,400,000, net of tax.

OTHER EXPENSE: Consists of interest expense.

CONTINGENCIES: None material at Dec 31 1995.

.....ANNUAL OPERATING TRENDS.....

WORKING CAPITAL RECONCILIATION: During 1995, operating working capital (defined as receivables and inventories less accounts payable and accrued liabilities, excluding the initial effects of acquisitions and divestitures, as well as foreign currency translation, nonrecurring income and expense items and after the restatement to reflect discontinued operations) decreased by \$73 million primarily due to a reduction in inventories.

All three segments contributed to the reduction in inventory. Management attention was focused in 1995 on reducing the build up of inventories that occurred in 1994. According to the company's annual report, attention will continue to be focused on operating working capital reductions in 1996.

FISCAL RESULTS: For the year ended Dec 31 1995, the company reported a 6.5% increase in total revenues as compared to the prior fiscal year. In addition, the company reported a net profit of \$94,000,000 in 1995 as compared to a net loss of (\$19,900,000) sustained in fiscal 1994.

The increase in net earnings was primarily a result of a reduction in charges for discontinued operations in 1995 as compared to 1994 (\$313,000,000 charged in 1994 vs \$186,600,000 charged in 1995).

On APR 25 1996 management, referred to the above figures.

.....FINANCIAL POSITION.....

Net Worth Reconciliation: The company's tangible net worth decreased in fiscal 1995 primarily as a result of the exchange of preferred stock for convertible debentures and the split-off of Cooper Cameron Corporation. On Jan 1 1995, \$695 million \$1.60 preferred stock were exchanged for \$691 million 7.05% Convertible Subordinated Debentures and \$4 million commercial paper.

On Jun 30 1995, Cooper split-off Cooper Cameron Corporation in an exchange with Cooper's shareholders. This transaction resulted in a decrease of \$646 million in Cooper's shareholder's equity relating to transference of the net assets of discontinued operations to Cooper Cameron Corporation. Net income, stock issued under ESOP, a reduction in unearned ESOP compensation, and other activities partially offset the reduction in Cooper's net worth.

The consolidated financial statement of Dec 31 1995 reflects total liabilities heavy in relation to tangible net worth. Tangible net worth is in a deficit position at Dec 31 1995 as a result of Dun & Bradstreet's practice of deducting intangibles from shareholders' equity.

While total liabilities are in excess of tangible net worth, it is noted that the company maintains a satisfactory liquid position, as cash and receivables, coupled with available outside financing (SEE BANKING) provide the company with adequate working funds.

During the year ended Dec 31 1995, the company generated net cash

flows from operating activities of \$550 million. These cash flows as well as \$40 million of cash generated by sales of fixed assets and marketable equity securities, were used to fund capital spending of \$188 million, dividends of \$164 million, debt reduction of \$186 million and discontinued operations of \$48 million.

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PUBLIC FILINGS

The following data is for information purposes only and is not the official record. Certified copies can only be obtained from the official source.

* * * JUDGMENT(S) * * *

CASE NO.: 103656

JDGMT TYPE: Judgment
AGAINST: \$35,000-COOPER INDUSTRIES INC,
MEMPHIS, TN
OTHER PARTY(IES) HAS OTHER
OBLIGATION(S) UNDER THIS
JUDGMENT

STATUS: Satisfied

DATE STATUS ATTAINED: 05/07/1996

DATE ENTERED: 04/22/1996

LATEST INFO RECEIVED: 11/05/1996

IN FAVOR OF: LARRY RICHARDS
WHERE FILED: SHELBY COUNTY CHANCERY COURT,
MEMPHIS, TN

DOCKET NO.: POR94162SC

JDGMT AWARD: \$1,035
JDGMT TYPE: Judgment
AGAINST: COOPER INDUSTRIES, TOLEDO, OH
and OTHERS

STATUS: Unsatisfied

DATE STATUS ATTAINED: 04/12/1994

DATE ENTERED: 04/12/1994

LATEST INFO RECEIVED: 09/24/1994

IN FAVOR OF: ROBERT S FLAGG
WHERE FILED: CUMBERLAND COUNTY DISTRICT
COURT, PORTLAND, ME

If it is indicated that there are defendants other than the report subject, the lawsuit may be an action to clear title to property and does not necessarily imply a claim for money against the subject.

* * * SUIT(S) * * *

CASE NO.: 96GC16540

PLAINTIFF: MARIAN WHITFIELD
DEFENDANT: COOPER POWER TOOLS, DAYTON, OH
and OTHERS
WHERE FILED: DAVIDSON COUNTY GENERAL
SESSIONS COURT, NASHVILLE, TN

STATUS: Pending

DATE STATUS ATTAINED: 08/16/1996

DATE FILED: 08/16/1996

LATEST INFO RECEIVED: 09/13/1996

DOCKET NO.: 9631134

PLAINTIFF: ALDINE ISD
DEFENDANT: COOPER INDUSTRIES INC

STATUS: Dismissed

DATE STATUS ATTAINED: 08/02/1996

WHERE FILED: HARRIS COUNTY CIVIL DISTRICT
COURT, HOUSTON, TX

DATE FILED: 06/20/1996
LATEST INFO RECEIVED: 10/04/1996

CASE NO.: 428472

PLAINTIFF: CHUTZ, JAMES PAUL & ZELDA
DEFENDANT: COOPER INDUSTRIES INC, BATON
ROUGE, LA
and OTHERS

STATUS: Pending
DATE STATUS ATTAINED: 06/10/1996
DATE FILED: 06/10/1996
LATEST INFO RECEIVED: 07/11/1996

WHERE FILED: EAST BATON ROUGE PARISH
DISTRICT COURT, BATON ROUGE, LA

DOCKET NO.: 96-4747

PLAINTIFF: LINDA SHARRETTS
RICHARD A. SHARRETTS
ELAINE E. PIERMAN
THOMAS K. PIERMAN
DEFENDANT: COOPER INDUSTRIES, INC.,
ROANOKE, VA
and OTHERS

STATUS: Pending
DATE STATUS ATTAINED: 03/12/1996
DATE FILED: 03/12/1996
LATEST INFO RECEIVED: 05/14/1996

WHERE FILED: MONTGOMERY COUNTY PROTHONOTARY,
NORRISTOWN, PA

CASE NO.: 76321

PLAINTIFF: HAGER, PERTER
DEFENDANT: COOPER INDUSTRIES INC, MEMPHIS,
TN
WHERE FILED: SHELBY COUNTY CIRCUIT COURT,
MEMPHIS, TN

STATUS: Pending
DATE STATUS ATTAINED: 02/26/1996
DATE FILED: 02/26/1996
LATEST INFO RECEIVED: 07/10/1996

CASE NO.: 76322STD

PLAINTIFF: PETER A HAGER JR
DEFENDANT: COOPER AUTOMOTIVE, CHESTERFIELD
MO
COOPER INDUSTRIES INC,
CHESTERFIELD, MO
WHERE FILED: SHELBY COUNTY CIRCUIT COURT,
MEMPHIS, TN

STATUS: Dismissed
DATE STATUS ATTAINED: 08/13/1996
DATE FILED: 02/26/1996
LATEST INFO RECEIVED: 11/20/1996

CASE NO.: 76322STD

PLAINTIFF: PETER A HAGER JR
DEFENDANT: COOPER AUTOMOTIVE, CHESTERFIELD
MO
COOPER INDUSTRIES INC,
CHESTERFIELD, MO
WHERE FILED: SHELBY COUNTY CIRCUIT COURT,
MEMPHIS, TN

STATUS: Dismissed
DATE STATUS ATTAINED: 08/13/1996
DATE FILED: 02/26/1996
LATEST INFO RECEIVED: 11/20/1996

DOCKET NO.: 4:95CV2221

PLAINTIFF: CASH, MICHAEL W
DEFENDANT: COOPER INDUSTRIES INC
CAUSE: Civil Rights
WHERE FILED: U S DISTRICT COURT, SAINT LOUIS
MO

STATUS: Pending
DATE STATUS ATTAINED: 11/14/1995
DATE FILED: 11/14/1995
LATEST INFO COLLECTED: 11/27/1995

DOCKET NO.: 4:95CV1505 (JCH)
PLAINTIFF: RAYMOND RUSSELL
DEFENDANT: COOPER INDUSTRIES/WAGNER BRAKE,
MO
WHERE FILED: U S DISTRICT COURT, SAINT LOUIS
MO
STATUS: Pending
DATE STATUS ATTAINED: 08/14/1995
DATE FILED: 08/14/1995
LATEST INFO COLLECTED: 09/12/1995

DOCKET NO.: 293639
SUIT AMOUNT: \$180,000
PLAINTIFF: RICHARD PEPLIN
DEFENDANT: COOPER INDUSTRIES INC.,
CLEVELAND, OH
and OTHERS
WHERE FILED: CUYAHOGA COUNTY COMMON PLEAS
COURT, CLEVELAND, OH
STATUS: Dismissed
DATE STATUS ATTAINED: 07/02/1996
DATE FILED: 08/10/1995
LATEST INFO RECEIVED: 10/01/1996

* * * LIEN(S) * * *

A lienholder can file the same lien in more than one filing location. The appearance of multiple liens filed by the same lienholder against a debtor may be indicative of such an occurrence.

FILING NO.: 1996045731
AMOUNT: \$1,051
TYPE: State Tax
FILED BY: STATE OF TEXAS
AGAINST: COOPER INDUSTRIES INC
WHERE FILED: NUECES COUNTY RECORDERS OFFICE,
CORPUS CHRISTI, TX
STATUS: Open
DATE STATUS ATTAINED: 11/26/1996
DATE FILED: 11/26/1996
LATEST INFO RECEIVED: 12/06/1996

BOOK/PAGE: 80/573
AMOUNT: \$1,051
TYPE: State Tax
FILED BY: STATE OF TEXAS
AGAINST: COOPER INDUSTRIES INC
WHERE FILED: MC LENNAN COUNTY RECORDERS
OFFICE, WACO, TX
STATUS: Open
DATE STATUS ATTAINED: 11/25/1996
DATE FILED: 11/25/1996
LATEST INFO RECEIVED: 12/02/1996

FILING NO.: 51090/3106
AMOUNT: \$1,051
TYPE: State Tax
FILED BY: STATE OF TEXAS
AGAINST: COOPER INDUSTRIES INC
WHERE FILED: HARRIS COUNTY RECORDERS OFFICE,
HOUSTON, TX
STATUS: Open
DATE STATUS ATTAINED: 11/25/1996
DATE FILED: 11/25/1996
LATEST INFO RECEIVED: 12/06/1996

FILING NO.: 96-21482
AMOUNT: \$2,285
TYPE: State Tax
FILED BY: STATE OF ARKANSAS
AGAINST: WHEELING MACHINE PRODUCTS CO, PINE
BLUFF, AR
WHERE FILED: JEFFERSON COUNTY CIRCUIT COURT,
STATUS: Open
DATE STATUS ATTAINED: 01/10/1996
DATE FILED: 01/10/1996
LATEST INFO RECEIVED: 02/16/1996

PINE BLUFF, AR

FILING NO.: 95-21482

AMOUNT: \$2,285

TYPE: State Tax

FILED BY: STATE OF ARKANSAS

AGAINST: WHEELING MACHINE PRODUCTS CO, PINE
BLUFF, ARWHERE FILED: JEFFERSON COUNTY CIRCUIT COURT,
PINE BLUFF, AR

STATUS: Released

DATE STATUS ATTAINED: 04/17/1996

DATE FILED: 01/07/1996

LATEST INFO RECEIVED: 07/10/1996

DOCKET NO.: 02622566

AMOUNT: \$33

TYPE: State Tax

FILED BY: STATE OF INDIANA

AGAINST: COOPER INDUSTRIES, INC.
and OTHERSWHERE FILED: MARION COUNTY CIRCUIT COURT,
INDIANAPOLIS, IN

STATUS: Open

DATE STATUS ATTAINED: 12/28/1995

DATE FILED: 12/28/1995

LATEST INFO RECEIVED: 02/12/1996

DOCKET NO.: 02533034

AMOUNT: \$49,061

TYPE: State Tax

FILED BY: STATE OF INDIANA

AGAINST: COOPER INDUSTRIES, INC.

WHERE FILED: MARION COUNTY CIRCUIT COURT,
INDIANAPOLIS, IN

STATUS: Open

DATE STATUS ATTAINED: 06/27/1995

DATE FILED: 06/27/1995

LATEST INFO RECEIVED: 07/31/1995

DOCKET NO.: 02533036

AMOUNT: \$61,243

TYPE: State Tax

FILED BY: STATE OF INDIANA

AGAINST: COOPER INDUSTRIES, INC.

WHERE FILED: MARION COUNTY CIRCUIT COURT,
INDIANAPOLIS, IN

STATUS: Open

DATE STATUS ATTAINED: 06/27/1995

DATE FILED: 06/27/1995

LATEST INFO RECEIVED: 07/31/1995

DOCKET NO.: 02533037

AMOUNT: \$99,992

TYPE: State Tax

FILED BY: STATE OF INDIANA

AGAINST: COOPER INDUSTRIES, INC.

WHERE FILED: MARION COUNTY CIRCUIT COURT,
INDIANAPOLIS, IN

STATUS: Open

DATE STATUS ATTAINED: 06/27/1995

DATE FILED: 06/27/1995

LATEST INFO RECEIVED: 07/31/1995

DOCKET NO.: 02260890

AMOUNT: \$13,826

TYPE: State Tax

FILED BY: STATE OF INDIANA

AGAINST: COOPER INDUSTRIES, INC.

WHERE FILED: MARION COUNTY CIRCUIT COURT,
INDIANAPOLIS, IN

STATUS: Open

DATE STATUS ATTAINED: 06/27/1995

DATE FILED: 06/27/1995

LATEST INFO RECEIVED: 07/31/1995

* * * UCC FILING(S) * * *

COLLATERAL: Specified Negotiable instruments including proceeds and products - Specified Account(s) including proceeds and products - Specified Fixtures including proceeds and products - Specified Machinery including proceeds and products - and OTHERS

FILING NO: 92100069 DATE FILED: 05/18/1992
TYPE: Original LATEST INFO RECEIVED: 06/24/1992
SEC. PARTY: NATIONSBANK OF TEXAS NA, DALLAS, TX FILED WITH: SECRETARY OF STATE/UCC DIVISION, TX
DEBTOR: COOPER INDUSTRIES INC

COLLATERAL: Inventory including proceeds and products - Account(s) including proceeds and products - Vehicles including proceeds and products - Fixtures including proceeds and products - and OTHERS

FILING NO: N01000 DATE FILED: 03/21/1996
TYPE: Original LATEST INFO RECEIVED: 04/26/1996
SEC. PARTY: FINOVA CAPITAL CORPORATION, PHOENIX, AZ FILED WITH: OKLAHOMA CENTRAL FILING OFFICE/UCC DIVISION, OK
DEBTOR: COOPER AVIATION INTERNATIONAL, INC., SAN LEANDRO, CA and OTHERS

COLLATERAL: Accounts receivable including proceeds and products - Leased Equipment including proceeds and products - Leased Computer equipment including proceeds and products

FILING NO: 95179648 DATE FILED: 09/05/1995
TYPE: Original LATEST INFO RECEIVED: 10/06/1995
SEC. PARTY: CRA, INC., PHOENIX, AZ FILED WITH: SECRETARY OF STATE/UCC DIVISION, NY
DEBTOR: COOPER INDUSTRIES, INC. ELECTRICAL CONSTRUCTION MATERIALS DIVISION, SYRACUSE, NY

COLLATERAL: Inventory and proceeds

FILING NO: 003546854 DATE FILED: 06/03/1996
TYPE: Original LATEST INFO RECEIVED: 06/10/1996
SEC. PARTY: WYNN'S CLIMATE SYSTEMS INC % WYNN'S INTERNATIONAL INC, ORANGE CA FILED WITH: SECRETARY OF STATE/UCC DIVISION, IL
DEBTOR: MOOG AUTOMOTIVE INC, ST LOUIS, MO

COLLATERAL: Inventory and proceeds - Leased Computer equipment and proceeds - Leased Equipment and proceeds

FILING NO: 96101455 DATE FILED: 05/22/1996
TYPE: Original LATEST INFO RECEIVED: 05/29/1996
SEC. PARTY: AT&T SYSTEMS LEASING CORPORATION BLOOMFIELD HILLS, MI FILED WITH: SECRETARY OF STATE/UCC DIVISION, TX
DEBTOR: COOPER INDUSTRIES, INC., APEX DIVISION and OTHERS

COLLATERAL: Inventory and proceeds

FILING NO: 71383B DATE FILED: 05/20/1996
TYPE: Original LATEST INFO RECEIVED: 06/24/1996
SEC. PARTY: WYNN'S CLIMATE SYSTEMS, INC., FILED WITH: SECRETARY OF

DEBTOR:	ORANGE, CA MOOG AUTOMOTIVE, INC., ST. LOUIS MO	STATE/UCC DIVISION, MI

COLLATERAL:	Specified Consigned merchandise - Equipment	
FILING NO:	20830206	DATE FILED: 05/21/1992
TYPE:	Original	LATEST INFO RECEIVED: 06/24/1992
SEC. PARTY:	IVACO INC PLACE MERCANTILE, QUEBEC, CANADA	FILED WITH: SECRETARY OF STATE/UCC DIVISION, PA
DEBTOR:	COOPER INDUSTRIES INC, YORK, PA and OTHERS	

COLLATERAL:	Inventory - Equipment	
FILING NO:	24771180	DATE FILED: 10/18/1995
TYPE:	Assignment	LATEST INFO RECEIVED: 10/23/1995
ASSIGNEE:	IVACO ROLLING MILLS LIMITED PARTNERSHIP, ONTARIO	ORIG. UCC FILED: 05/21/1992
DEBTOR:	COOPER INDUSTRIES INC, YORK, PA and OTHERS	ORIG. FILING NO: 20830206 FILED WITH: SECRETARY OF STATE/UCC DIVISION, PA

COLLATERAL:	Leased Inventory including proceeds and products - Leased Equipment including proceeds and products	
FILING NO:	C684761	DATE FILED: 02/12/1993
TYPE:	Original	LATEST INFO RECEIVED: 03/15/1993
SEC. PARTY:	PITNEY BOWES CREDIT CORPORATION, NORWALK, CT	FILED WITH: SECRETARY OF STATE/UCC DIVISION, MI
DEBTOR:	COOPER INDUSTRIES DIVISION OF KIRSCH COMPANY, STURGIS, MI	

COLLATERAL:	Leased Inventory including proceeds and products - Leased Computer equipment including proceeds and products - Leased Equipment including proceeds and products	
FILING NO:	92220859	DATE FILED: 10/21/1992
TYPE:	Original	LATEST INFO RECEIVED: 11/10/1992
SEC. PARTY:	AXIOM FUNDING GROUP INC, SYRACUSE, NY	FILED WITH: SECRETARY OF STATE/UCC DIVISION, NY
DEBTOR:	COOPER INDUSTRIES DBA CROUSE HINDS DIVISION, SYRACUSE, NY	

FILING NO:	92264318	DATE FILED: 12/22/1992
TYPE:	Assignment	LATEST INFO RECEIVED: 01/18/1993
SEC. PARTY:	AXIOM FUNDING GROUP INC, SYRACUSE, NY	ORIG. UCC FILED: 10/21/1992
ASSIGNEE:	MERCHANTS NATIONAL BANK & TRUST COMPANY, THE, SYRACUSE, NY	ORIG. FILING NO: 92220859
DEBTOR:	COOPER INDUSTRIES DBA CROUSE HINDS DIVISION, SYRACUSE, NY	FILED WITH: SECRETARY OF STATE/UCC DIVISION, NY

COLLATERAL:	Leased Inventory and proceeds	
FILING NO:	1540076	DATE FILED: 10/13/1995
TYPE:	Original	LATEST INFO RECEIVED: 11/16/1995
SEC. PARTY:	IBM CS SYSTEMS INC, OAKBROOK TERRACE, IL	FILED WITH: SECRETARY OF STATE/UCC DIVISION,

DEBTOR: COOPER INDUSTRIES INC

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There are additional suits, liens, or judgments in D&B'S file on this company available by contacting 1-800-DNB-DIAL.

There are additional UCC's in D&B's file on this company available by contacting 1-800-DNB-DIAL.

The public record items contained in this report may have been paid, terminated, vacated or released prior to the date this report was printed.

BANKING

09/96

Account maintained.

(4/96) CREDIT AGREEMENTS: The company has U S committed credit facilities totaling \$925 million that expire in 2000, U S committed credit facilities totaling \$30 million that expire in 2000, U S committed credit facilities of \$365 million that expire in 1997 and Pounds Sterling credit facilities totaling 30 million Pounds Sterling that expire in 1996. In Jan 1996, the company filed a "shelf" registration statement, which may be used to issue up to \$300 million of indebtedness from time to time.

HISTORY

12/13/96

H JOHN RILEY JR, PRES-CHB-CEO+
CARL J PLESNICH JR, SR V PRES-
HUMAN RESOURCES
D BRADLEY MCWILLIAMS, SR V PRES-
CFO

LARRY W MCCURDY, EXEC V PRES-OPNS
RALPH E JACKSON, JR, EXEC V PRES-
OPNS

DIRECTOR(S): The officers identified by (+) and Warren L Batts, Clifford J Grum, Harold S Hook, John D Ong, Frank A Olson, Constantine S Nicandros, A Thomas Young, Sir Ralph Robins and Linda A Hill.

BUSINESS TYPE: Corporation -
Profit

DATE INCORPORATED: 01/08/1919
STATE OF INCORP: Ohio

AUTHORIZED CAPITAL STOCK: Common Stock: 250,000,000 Common shares at \$5 par value. Preferred Stock: 1,340,750 shares of Preferred stock with no par value (No Par Preferred), 10,000,000 shares of \$2.00 par value Preferred stock and 2,821,079 shares of \$1.00 par value Preferred stock.

OUTSTANDING CAPITAL STOCK: At Dec 31 1995, there were no shares of Preferred stock outstanding; and 107,876,821 shares of Common stock outstanding.

Effective Jan 1 1995, Cooper exchanged all of the outstanding \$1.60 Convertible Exchangeable Preferred Stock for \$691.2 million of

7.05% Convertible Subordinated Debentures due 2015 and \$3.8 million in cash related to fractional shares. Each \$1,000 of debentures is convertible into 24.229 shares of common stock and at Cooper's option may be redeemed for cash at prices declining from 102.82% in 1996 to 100.0% in 2000.

Business started 1833. Relocated Aug 1996 from 1001 Fannin St Ste 4000.

BACKGROUND/OWNERSHIP: This company was started in 1833 by Charles and Elias Cooper as an iron foundry at Mt Vernon, OH. It was incorporated in Jan 1919 as the C & G Cooper Company. Name changed to the Cooper-Bessemer Corporation Apr 4 1929 and the present name adopted Dec 10 1965. Headquarters were moved from Mt Vernon, OH to Houston, TX in 1967.

This is a publicly held company. The stock is listed on the New York and Pacific Stock Exchanges under the symbol "CBE". At Dec 31 1995 there were 34,700 record holders of common and preferred stock. As of Mar 4 1996, the following shareholders owned more than 5% of the outstanding common stock: J.P. Morgan & Co, New York, NY (9.8%); FMR Corp, Boston, MA (8.0%); and Delaware Management Holdings, Inc, Philadelphia, PA (5.3%). The officers and directors as a group owned less than 1% of the outstanding common stock.

RECENT EVENTS:.

During the three years ended Dec 31 1995, the company completed fourteen acquisitions (seven in the Electrical Products segment, two in the Tools & Hardware segment, and five in the Automotive Products segment. The most significant acquisitions were CEAG Sicherheitstechnik GmbH (CEAG) in 1995 for approximately \$164 million, and Abex Friction Products in 1994 for approximately \$207 million.

Four divestitures were completed in the last three years in addition to Cameron Forged Products (SEE BELOW). Two were in the Automotive Products segment and two were in the Electrical products segment. The significant divestitures included the sale of Cameron Forged Products to Wyman-Gordon Company and the IPO of Belden Inc. In addition to these divestitures, during 1994 Cooper closed its large power transformer business in Canonsburg, PA.

During Sep 1993, Cooper Industries Inc completed a public offering of common stock of Belden Inc resulting in a pre-tax gain of \$274 million. Prior to the offering, Belden was a division of Cooper Industries.

On May 26 1994, the company completed the sale of the Cameron Forged Products Division to Wyman-Gordon Company in exchange for approximately 16.5 million common shares of Wyman-Gordon and \$5 million in cash and notes.

Furthering Cooper's intention not to maintain this investment for a long period, in Dec 1995, the company issued three-year notes due Jan 1 1999, mandatorily exchangeable into Wyman-Gordon common stock (DECS - debt exchangeable for common stock) or, at the company's option, into cash in lieu of shares. The company received \$216.1 million in net proceeds from the offering and will recognize an after-tax gain of at least \$100.6 million upon maturity of the DECS.

Effective Jan 1 1995, Cooper Cameron Corporation began to operate as a wholly-owned subsidiary of Cooper Industries. It was established for the split-off of Cooper's petroleum and industrial equipment business. It became an independent, publicly owned company Jun 30

1995 when it was offered to Cooper common shareholders. The operations that are part of the new company include Cooper Energy Services (Mount Vernon, OH); Cooper Oil Tool (Houston, TX); Cooper Turbocompressor (Buffalo, NY); and Wheeling Machine Products (Pine Bluff, AR).

Effective Jun 30 1995 the company completed its exchange offer for Cooper Cameron Corporation in which 9.5 million shares of Cooper common stock were exchanged for 85.5% of Cooper Cameron common stock. Cooper retained a 14.5% interest in Cooper Cameron.

.....MANAGEMENT BACKGROUND.....

CIZIK born 1931. Graduated University of Connecticut in 1953 with BS degree and Harvard University with an MBA degree. 1953-58 Price Waterhouse & Co, CPA's. 1958-61 Standard Oil Company (NJ). 1961 to present with Cooper Industries Inc, exec asst. 1963 treasurer and controller. 1967 v pres-planning. 1969 exec v pres. 1973 president and chief operating officer. 1975 president and chief executive officer. 1983 chairman of the board.

RILEY born 1940. Graduated 1961 Syracuse University, BS Industrial Engineering. 1961-63 General Electric Company, manager training program. 1963-1981 Crouse-Hinds Company (acquired by Cooper Industries in 1981). 1982 elected exec v pres-operations, electrical and electronic products, 1992 president and COO, Cooper Industries Inc.

PLESNICHER born 1937. Attended Kent State University and graduated 1963 degree in psychology. 1963-66 Huron Road Hospital, Cleveland, OH, personnel manager. 1968-70 Pesco Division of Borg Warner, Cleveland, OH, manager labor relations. 1966-68 and 1970-73 Cooper Bessemer, director personnel. 1973 joined Cooper Industries as director employee relations. 1979 elected v pres employee relations. 1986 elected v pres human resources and environmental affairs.

MCCURDY born 1935. BBA degree, Texas A&M University. Elected to present position with Cooper Industries, Apr 1994; has been president of Moog Automotive (acquired by Cooper in 1992) since 1985. 1982-1985, pres-COO of Echlin Inc. For 26 years prior to that, employed by Tenneco, Inc in various senior management positions.

JACKSON, JR born 1941. BA degree, Hope College; MBA degree, Michigan State University. 1976 joined McGraw-Edison Company (which was acquired by Cooper Industries in 1985) in various positions including president of McGraw's Air Comfort Division and v pres and then president of the Bussman Division; named to present position in 1992.

MCWILLIAMS born 1941. Joined Cooper Industries in 1971 and has served as Vice President since 1994; promoted to Senior Vice President, Finance and CFO in May 1995.

OTHER DIRECTORS: BATTS, Chairman of the Board and Chief Executive Officer of Premark International Inc. GRUM, Chairman and Chief Executive Officer of Temple-Inland Inc. HOOK, Chairman of the Board and Chief Executive Officer of American General Corporation. ONG, Chairman of the Board and Chief Executive Officer of B F Goodrich Co. OLSON, Chairman, Chief Executive Officer and Chief Operating Officer of the Hertz Corporation. NICANDROS, Retired President and Chief Executive Officer of Conoco Inc. YOUNG, Retired Executive Vice President Lockheed Martin Corporation. ROBINS, Chairman of

Rolls-Royce PLC.. HILL, Associate Professor at the Harvard Business School.

OTHER OFFICERS: ROBERT W TEETS, Vice President-Environmental Affairs & Risk Management; WALTER F DUPONT, Vice President-Information Services; DIANE F SCHUMACHER, Sr Vice President-General Counsel & Secretary; DAVID A WHITE JR, Vice President-Planning & Development; ALAN J HILL, Vice President-Treasurer; TERRY KLEBE, Vice President-Controller, Operations; E DANIEL LEIGHTMAN, Vice President-Taxes; PHYLLIS J PIANO, Vice President-Public Affairs.

RELATED CONCERNS: The following companies are related in that they are partially owned by Cooper Industries Inc. All are primarily engaged in similar operations as Cooper Industries.

Nicholson Mexicana S.A. de C.V, Mexico, (49% owned).

Empresa Andina de Herramientas, S.A., Columbia, (49% owned).

Farloc Argentina S.A.I.C.Y.F., (23.9% owned).

Frenos Hidraulicos Automotrices S.A., (49% owned).

Intercompany relations: Consist of merchandise exchanges on regular terms.

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OPERATION

12/13/96

This company is active both as an operating company and as a management company. On a consolidated basis the company is active as a manufacturer of electrical products (43%), automotive products (37%), and tools and hardware (20%). Other income accounted for 1% of revenue. The standard industrial classifications are listed in general order of importance.

The operations of the Electrical Products segment manufacture, market and sells electrical and circuit protection, including fittings, enclosures, plugs, receptacles, lighting fixtures and fuses, for use in residential, commercial and industrial construction, maintenance and repair applications.

In addition, this segment manufactures, markets and sells products for use by utilities and industries for primary electrical power transmission and distribution, including distribution switchgear, transformers, transformer terminations and accessories, capacitors, voltage regulators, surge arrestors, pole-line hardware and other related power systems components.

The operations of the Automotive Products segment manufacture, market and sells automotive brakes and lights, wire and cable, spark plugs, ignition coils, windshield wipers, steering, suspension, driveline and temperature control products and other products for the automotive aftermarket; lights, spark plugs and windshield wipers for original equipment manufacturers; and aviation ignition components.

The operations of the Tools and Hardware segment manufacture, market and sells tools and chain products for industrial, construction and consumer markets; air-powered tools for general industry; and drapery hardware and custom window coverings for residential and commercial window treatment markets.

The company uses the following tradestyles, (continuing operations) ACI, Abex, Anco, Apex, Arrow Hart, Buckeye, Buss, Campbell, CEAG, Champion, Crescent, Crouse-Hinds, DGD, Diamond, Dotco, Edison, Erem, Everco, Fail-Safe, Gardner-Denver, General Driveshaft,

Gibson, Halo, H.K. Porter, Kirsch, Kyle, Lee, Lufkin, Lumark, McGraw-Edison, Metalux, Murray, Moog, Nicholson, Plumb, PowerPath, Precision, RTE, Ungar, Wagner, Weller, Wiss, Xcelite, Utica, Zanxxx.

Terms: Vary by product including 2% 10 prox, Net 15 prox and Net 30 days. Sells to industrial and construction concerns, automobile mfrs and automotive, electrical and electronic distributors & chain stores. Territory : US and worldwide.

Nonseasonal.

EMPLOYEES: 40,400 which includes officer(s). 285 employed here.

FACILITIES: Leases premises in multi story steel building.

LOCATION: Central business section on main street.

BRANCHES: The company maintains numerous branches nationwide.

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GLOBAL ACTIVITY.

IMPORT/EXPORT ACTIVITY.

Approximately 20% of total sales are derived from export sales and sales of international operations.

Of the total 1995 export sales of continuing operations, approximately 39% (36% in 1994 and 41% in 1993) were to Asia, Africa, Australia and the Middle East, 27% (26% in 1994 and 24% in 1993) were to Canada and Europe, and 34% (38% in 1994 and 35% in 1993) were to Latin America.

SUBSIDIARIES: The company has numerous subsidiaries, the majority of which are foreign. The company has several domestic subsidiaries. The more important of which are listed below. The percentage of ownership is shown in parenthesis following company name and location.

(1) Mc Graw-Edison Company (Inc), Houston, TX (100%). A Delaware corporation chartered Apr 11 1985. Manufactures lighting products and fuses.

(2) Cooper Automotive, Inc, Houston, TX (100%). Operates as a manufacturer of spark plugs and automotive components.

Intercompany relations between the parent and its subsidiaries consist of the exchange of merchandise on company terms and advances by the parent to the subsidiaries as needed.

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FULL DISPLAY COMPLETE